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COUNSEL FOR AUTOOPT NETWORKS, INC.

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE EASTERN DISTRICT OF TEXAS  
SHERMAN DIVISION**

<b>IN RE:</b>	<b>§</b>	
	<b>§</b>	<b>Case No. 15-40248</b>
<b>GTL (USA), Inc.</b>	<b>§</b>	
	<b>§</b>	
<b>Debtor.</b>	<b>§</b>	<b>Chapter 11</b>

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**AUTOOPT NETWORKS, INC.'S OBJECTION TO  
MOTION FOR ORDER PURSUANT TO SECTIONS  
327(e), 328 AND 105(a) OF THE BANKRUPTCY CODE  
AUTHORIZING DEBTOR TO EMPLOY PROFESSIONALS  
UTILIZED IN THE ORDINARY COURSE OF BUSINESS**

TO THE HONORABLE BRENDA T. RHOADES,  
UNITED STATES BANKRUPTCY JUDGE:

COMES NOW, AutOOpt Networks, Inc. (“**AutOOpt**”), and files its Objection (the “**Objection**”) to the Motion for Order Pursuant to Sections 327(e), 328 and 105(a) of the Bankruptcy Code Authorizing Debtor to Employ Professionals Utilized in the Ordinary Course of Business (the “**Motion**”) filed by GTL (USA), Inc. (the “**Debtor**”). In support of the Objection, AutOOpt, respectfully states:

1. On February 9, 2015, the Debtor filed a petition for relief under Chapter 11 of Title 11 of the United States Code.
2. On March 11, 2015, the Debtor filed the Motion.

3. The precipitating cause, but not the only cause (as explained below), of the Debtor's bankruptcy filing was the February 5, 2015 issuance by the United States District Court for the Northern District of Texas, Dallas Division of an order granting a pre-judgment writ of garnishment arising from an approximately \$3.2 million delinquent indebtedness of the Debtor to AutOOpt.

4. The Debtor appears to have operated at a significant loss each of the past two (2) fiscal years. While AutOOpt is not privy to comprehensive financial information for the Debtor, the Debtor is part of a consolidated group of companies whose top-level entity, GTL Ltd., files annual reports detailing the operations of its direct and indirect subsidiaries, including the Debtor, each year which show that the Debtor has reported a negative net profit (*i.e.* a net loss) in excess of US \$1.4 million in each of the past two (2) fiscal years.

5. The Debtor's Statement of Financial Affairs confirms that the Debtor's gross revenues have been declining each year since 2012 (from \$21.3 million in 2012 to \$17.1 million in 2014). The Debtor's February 2015 monthly operating report also showed a significant loss.

6. In short, AutOOpt is extremely concerned that every passing day of the Debtor's operation results in the diminution of assets of the Debtor's estate leaving less and less for legitimate third-party creditors, such as AutOOpt.

7. Because AutOOpt does not have a complete picture as to the Debtor's current operations, but is simply relying upon historical data, AutOOpt objects to the Motion insofar as it may increase the administrative burden on the estate.

8. AutOOpt further objects to the Motion because the Motion does not contain any requirements that the notice to be provided stating the Debtor's intention to employ additional

Ordinary Course Professionals (as such term is defined in the Motion) include the terms of the professional's retention or the magnitude of expense associated with such professional.

9. AutOOpt reserves the right to supplement this Objection prior to the time of a final hearing on the Motion.

WHEREFORE, PREMISES CONSIDERED, AutOOpt requests that the Court deny the Motion as proposed, and grant AutOOpt such other relief as justice may require.

Dated: April 1, 2015.

Respectfully submitted,

By: /s/ Howard Marc Spector  
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COUNSEL FOR  
AUTOOPT NETWORKS, INC.

#### CERTIFICATE OF SERVICE

This is to certify that a copy of the foregoing pleading was served via electronic means to all parties who receive ECF notice in this case on April 1, 2015.

/s/ Howard Marc Spector  
Howard Marc Spector